

C. BOYDEN GRAY
1534 28TH STREET, NW
WASHINGTON, DC 20007

December 12, 2012

Mr. Matt Kibbe
President
FreedomWorks, Inc.
400 North Capitol Street, NW
Suite 765
Washington, DC 20001

Dear Matt:

As the Board of Trustees of FreedomWorks, we have a fiduciary obligation to FreedomWorks, FreedomWorks Foundation, and all FreedomWorks affiliate organizations, to investigate any allegations of wrongdoing by the organization or its employees that are brought to our attention. We have received such allegations, and the Board of Trustees has authorized the retention of attorneys Alfred Regnery and David Martin to conduct an independent investigation of the allegations on behalf of the organizations and the Board of Trustees.

Under the authority granted to the Board of Trustees in Article III, Section 1, of the FreedomWorks bylaws, we request that you provide complete cooperation to Messrs. Regnery and Martin and give them access to

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all employees and records of FreedomWorks, FreedomWorks Foundation, FreedomWorks for America, and any other affiliated organizations, as well as any other information they request. You should instruct FreedomWorks' legal counsel, accountants and other professional consultants to cooperate fully with Messrs. Regnery and Martin.

Under Federal Law, any employee making a good faith allegation of wrongdoing, even if mistaken, must be protected from retaliation by the employer. Accordingly, no disciplinary action of any sort is to be taken against any person providing information to the Board of Trustees, the Board of Directors, Messrs. Regnery and Martin, or other FreedomWorks counsel.

Until further notice, no personnel actions (including, but not limited to, terminations, promotions, demotions, or bonuses) should be taken without consent of the Board of Trustees.

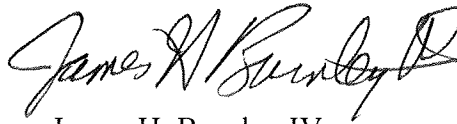
No physical or electronic records or documents in the possession of FreedomWorks, FreedomWorks Foundation or any FreedomWorks or FreedomWorks Foundation employee should be destroyed, deleted, modified

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or otherwise tampered with. All such records should be provided freely to Messrs. Regnery or Martin.

The FreedomWorks accounting office should also provide Mr. Regnery with a check for \$25,000, as an advance upon his fees. Mr. Regnery, on behalf of Mr. Martin and himself, will be rendering invoices to the Board of Trustees, which, after review and approval, will be passed along for payment to FreedomWorks. These invoices should be promptly paid.

Very truly yours,

A handwritten signature in dark ink, appearing to read "James H. Burnley IV", with a stylized flourish at the end.

James H. Burnley IV

A handwritten signature in dark ink, appearing to read "C. Boyden Gray", with a stylized flourish at the end.

C. Boyden Gray